

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BROOKS MARK J		2. Issuer Name and Ticker or Trading Symbol CENTENE CORP [CNC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP, Chief Information Officer	
(Last) (First) (Middle) 7700 FORSYTH BOULEVARD		3. Date of Earliest Transaction (Month/Day/Year) 12/15/2021			
(Street) ST. LOUIS, MO 63105		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/15/2021		A		9,370 (1)	A	\$ 66.23	161,897	D	
Common Stock	12/15/2021		F		14,278 (2)	D	\$ 81.85	147,619	D	
Common Stock	12/15/2021		A		15,577	A	\$ 81.85	163,196 (3)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Option (right to buy)	\$ 81.85	12/15/2021		A		6,724		(4)	12/15/2031	Common Stock	6,724.00	\$ 0	6,724	D	
Phantom Stock	\$ 0 (5)								02/15/2019	02/15/2019(6)	Common Stock	548.12	548.12	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKS MARK J 7700 FORSYTH BOULEVARD ST. LOUIS, MO 63105			EVP, Chief Information Officer	

Signatures

/s/ Christopher A. Koster (executed by attorney-in-fact)		12/17/2021
Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents the additional number of shares earned from a previously reported performance stock unit grant from December 2018 with a three-year performance period. Refer to Form 4 filed on December 13, 2018. 19,200 shares were reported based on achievement of target level of performance.
- (2) Shares withheld for taxes upon vesting of previously reported stock grant.
Ownership includes this award of 15,577 restricted stock units. 8,247 units are performance stock units. The number of performance stock units vesting at the end of the three-year period is
- (3) predicated on meeting three-year performance conditions. The remaining 7,330 units will vest in three annual installments on the anniversary of the grant date. In addition, ownership includes 64,335 shares of restricted stock units subject to vesting requirements.
- (4) Performance Stock Option granted on December 15, 2021, may become exercisable on or after the third anniversary of the grant date if the closing price of CNC's common stock equals or exceeds \$100 per share for 20 consecutive trading days following the grant date.
- (5) Each share of phantom stock represents the right to receive the fair market value of one share of Centene common stock.
- (6) The phantom stock has no formal expiration date. The phantom stock will be settled in cash or other non-Company securities upon Mr. Brooks' termination with the Company or on such other date Mr. Brooks may elect.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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